



**CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012**

**RULES
For
THE SPORT AIRCRAFT ASSOCIATION of AUSTRALIA
(A0046510Z)**

**Associations Incorporation Reform Regulations 2012
Part 3**

TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
PART 1—PRELIMINARY	5
1 Name	5
2 Purposes	5
3 Financial year	5
4 Definitions	5
PART 2—POWERS OF ASSOCIATION	6
5 Powers of Association	6
6 Not for profit organisation	7
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	7
Division 1—Membership	7
7 Minimum number of members	7
8 Who is eligible to be a member	7
9 Application for membership	7
10 Consideration of application	7
11 New membership	8
12 Annual subscription and fee on joining	8
13 General rights of members	8
14 Membership Categories	9
15 Rights not transferable	9
16 Ceasing membership	9
17 Resigning as a member	9
18 Register of members	9
Division 2—Disciplinary action	10
19 Grounds for taking disciplinary action	10
20 Disciplinary subcommittee	10
21 Notice to member	10
22 Decision of subcommittee	11
23 Appeal rights	11
24 Conduct of disciplinary appeal meeting	12
Division 3—Grievance procedure	12
25 Application	12
26 Parties must attempt to resolve the dispute	12
27 Appointment of mediator	13
28 Mediation process	13
29 Failure to resolve dispute by mediation	13
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	14
30 Annual general meetings	14
31 Special general meetings	14
32 Special general meeting held at request of members	14
33 Notice of general meetings	15
34 Proxies	15
35 Use of technology	15
36 Quorum at general meetings	16
37 Adjournment of general meeting	16
38 Voting at general meeting	17
39 Special resolutions	17
40 Determining whether resolution carried	17
41 Minutes of general meeting	17
PART 5—NATIONAL COUNCIL	19
Division 1—Powers of National Council	19
42 Role and powers	19
43 Delegation	19
Division 2—Composition of National Council and duties of members	19
44 Composition of National Council	19

45	General Duties	19
46	President and Vice-President	20
47	Secretary	20
48	Treasurer	20
Division 3—Election of National Council members and tenure of office		21
49	Who is eligible to be a National Council member	21
50	Positions to be declared vacant	21
51	Nominations	21
52	Election of Office Bearers	21
53	Election of ordinary members	22
54	Ballot	22
55	Term of office	23
56	Vacation of office	23
57	Filling casual vacancies	24
Division 4—Meetings of National Council		24
58	Meetings of National Council	24
59	Notice of meetings	24
60	Urgent meetings	24
61	Procedure and order of business	24
62	Use of technology	25
63	Quorum	25
64	Voting	25
65	Conflict of interest	25
66	Minutes of meeting	26
67	Leave of absence	26
PART 6— FINANCIAL MATTERS		26
68	Source of funds	26
69	Management of funds	26
70	Financial records	26
71	Financial statements	27
PART 7—GENERAL MATTERS		27
72	Common seal	27
73	Registered address	27
74	Notice requirements	27
75	Custody and inspection of books and records	28
76	Winding up and cancellation	29
77	Alteration of Rules	29

Rules for Sport Aircraft Association of Australia Incorporated

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "The Sport Aircraft Association of Australia Incorporated".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purpose of the SAAA is to:

- Assist and mentor members to build, fly and maintain the aircraft of their choice legally and affordably in as safe a manner as possible through education and assistance from other members; and
- Promote and administer an organisation for the benefit and advancement of persons interested in recreational aviation and for the welfare, benefit and advancement of recreational aviation in Australia; and
- Establish for Association members facilities for educational, recreational and research purposes and the transmission of information among members; and
- Encourage training and instruction, rallies, fly-in contests, races and any other events in connection with aviation; and
- Provide facilities to obtain and exchange information and ideas relating to aircraft of all kinds; and
- Assist in the establishment of groups of members of the Association and other persons interested in design, construction and operation of aircraft of all kinds; and
- Publish and assist in the publication of information pertaining to the activities of the Association in all relevant printed matter, audio, video and electronic productions; and
- Assist members in obtaining licenses, approvals, permits, rights, concessions, information and assistance generally from government and other persons, firms, corporations and institutions in relation to design, construction, re-construction, restoration, operation, repair and maintenance of aircraft of all kinds.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

Association means Sport Aircraft Association of Australia Incorporated;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee having management of the business of the Association, also referred to as the “National Council”;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, or a special general meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

SAAA Chapter or SAAA Type Group means an affiliated group of members of the Association, whether or not they operate under a separate legal entity;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a National Council member stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

- (3) Membership of Sport Aviation Facilities Inc (A0037047T) (SAF) —

(a) Members of the SAAA must also be members of SAF.

- (b) Applicants consent to the exchange of the necessary details between the Secretaries of both SAAA and SAF should the application of membership be approved.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the National Council must decide by resolution whether to accept or reject the application.
- (2) The National Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.

- (3) If the National Council rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the National Council—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the National Council approves the person's membership; or
 - (b) the person pays the joining fee (if any).

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine the annual subscription payable by different category members (see Rule 14).
- (3) Membership of the Association commences on the date of acceptance of membership as per Rule 11 (2) and is renewable each year on the 15th day of the month in which the member was first accepted into membership.
- (4) The association may adjust a member's renewal date by way of a pro rata annual subscription
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an Associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and

- (c) the member's membership rights are not suspended for any reason.

14 Membership Categories

- (1) National Council may define various membership and Associate membership categories, such as Full, Life, Junior, and set membership fees accordingly.
- (2) Associate members of the Association include—
 - (a) SAAA Chapters
 - (b) SAAA Type Clubs
 - (c) any members under the age of 15 years; and
 - (d) any other category of member as determined by the National Council from time to time.
- (3) An associate member must not vote but may have other rights as determined by the National Council or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the National Council.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than three months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) a written request has been sent to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (3) A person who has ceased to be a member and wishes to re-join shall be required to make application for membership as if for the first time.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the category of membership;

- (v) any other information determined by the National Council; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) acts in a manner that is abusive, harassing or aggressive to another member or person performing duties of the organisation; or
- (e) fails to comply with the manuals and procedures of the Association.

20 Disciplinary subcommittee

- (1) If the National Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the National Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be National Council members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.
- (3) Disciplinary guidelines will be determined and published by the National Council from time to time and may be set out within the Associations manuals and procedures.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

- (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
 - (iv) suspend any authorisation or approval granted by the Association in accordance with its Manuals or procedures
- (3) The disciplinary subcommittee may fine the member an amount not greater than four penalty units.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose has been fined or had their membership rights suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the decision.
 - (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the receiving notice of the disciplinary sub-committee decision.
 - (3) If a person has given notice under subrule (2), a disciplinary appeal committee must be convened by the National Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
 - (4) Notice of the disciplinary appeal meeting must be given to the appealing member as soon as practicable and must—
 - (a) specify the date, time and place of the appeal; and
 - (b) state—
 - (i) the stated grounds for appeal; and
 - (ii) the original determination of the disciplinary subcommittee; and
 - (iii) that at the disciplinary appeal meeting the disciplinary appeal subcommittee must vote on whether the decision should be upheld, amended or revoked.
 - (5) The composition of the disciplinary appeal subcommittee will be determined by the National Council.
-

- (6) The disciplinary appeal subcommittee will consist of persons who were not members of the initial disciplinary subcommittee regarding the matter.
- (7) The sole grounds for appeal to the disciplinary appeals subcommittee are:
 - (a) a party was not afforded a reasonable opportunity to present its case;
 - (b) lack or excess of jurisdiction;
 - (c) the decision of the disciplinary subcommittee was affected by actual bias;
 - (d) the decision was one that was not reasonably open to the disciplinary subcommittee having regard to the evidence presented;
 - (e) severity of the penalty imposed, having regard to the disciplinary guidelines published by the Association.
- (8) The decision of the disciplinary appeals subcommittee will be binding on all parties.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the disciplinary appeals subcommittee must state the grounds for fining, suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been fined, suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the disciplinary appeals subcommittee must vote by secret ballot on the question of whether the decision to fine, suspend or expel the person should be upheld or revoked.
- (4) The decision is upheld if not less than three quarters of the disciplinary appeals subcommittee vote in favour of the decision.

Note

Nothing within Division 2 of these rules is to be interpreted with the meaning that it overrides any regulatory obligation of the Association in complying with its obligations, in accordance with its manual and procedures as approved from time to time, or to the Civil Aviation Safety Authority of Australia's regulations.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the National Council;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the National Council of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the National Council; or
 - (ii) if the dispute is between a member and the National Council or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the National Council may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The National Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The National Council may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the National Council on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the National Council in accordance with Part 7 of the Act;
 - (c) to elect the members of the National Council;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting is a special general meeting.
- (2) The National Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The National Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the National Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the National Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the National Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than one clear working day before the commencement of the meeting.

35 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) The National Council may implement an electronic voting system at its discretion. A member not physically present at a general meeting may cast a vote using the electronic system according to the instructions provided in the system, and will be taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the physical presence of 10 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the National Council at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally, by proxy or by approved electronic means; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person, by proxy or approved electronic means) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The National Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two National Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—NATIONAL COUNCIL

Division 1—Powers of National Council

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a National Council.
- (2) The National Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The National Council may—
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The National Council may delegate to a member of the National Council, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the National Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the National Council considers appropriate.
- (3) The National Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of National Council and duties of members

44 Composition of National Council

The National Council consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) five (5) ordinary members elected under rule 53.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the National Council, each National Council member must become familiar with these Rules and the Act.
- (2) The National Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the National Council comply with these Rules.
- (3) National Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) National Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and

- (b) for a proper purpose.
- (5) National Council members and former National Council members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a National Council member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any National Council meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a National Council meeting—a National Council member elected by the other National Council members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

- (c) make any payments authorised by the National Council or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 National Council members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the National Council prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other National Council member has access to the accounts and financial records of the Association.

Division 3—Election of National Council members and tenure of office

49 Who is eligible to be a National Council member

A member is eligible to be elected or appointed as a National Council member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.



50 Positions to be declared vacant

(1) This rule applies to—

- (a) the first annual general meeting of the Association after its incorporation; or
- (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare all positions on the National Council vacant and hold elections for those positions in accordance with rules 51 to 55.

51 Nominations

- 1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 2) An eligible member of the Association may, with the member's consent, be nominated by another member.
- 3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of Office Bearers

- (1) At the annual general meeting, separate elections must be held for each of positions made vacant under Clause 55—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) Nominations for election of office bearers shall be in writing, signed by one (1) voting member of the Association and signed by the candidate giving his consent to the nomination.

- (3) Nomination forms shall be delivered to the Secretary of the Association not less than twenty one (21) days before the date fixed for the Annual General Meeting at which the election is to take place.
- (4) A candidate for President or Vice President of the Association must have served at least one (1) year in the last three (3) years as a National Council Member (National Councillor) National Office Bearer or a Chapter Office Bearer.
- (5) If only one member is nominated for the position, the nominee must be confirmed by resolution.
- (6) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (7) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting must elect ordinary members of the National Council for each of the positions made vacant under Clause 55.
- (2) A single election may be held to fill all of those positions.
- (3) Nominations for election of ordinary members shall be in writing, signed by one (1) voting member of the Association and signed by the candidate giving his consent to the nomination.
- (4) Nomination forms shall be delivered to the Secretary of the Association not less than twenty one (21) days before the date fixed for the Annual General Meeting at which the election is to take place.
- (5) If the number of members nominated for the position of ordinary National Council member is less than or equal to the number to be elected, the nominees must be confirmed by resolution.
- (6) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) The election must be by secret ballot.
- (4) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers— one for the member and one each for the other members.

- (c) the ballot paper must contain exactly the same information as is contained in the electronic voting system if in use.
- (5) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (6) If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule (6)(b) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subrule (9) because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with subrules (4) to (9) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Term of office

- (1) National Council Members elected under clauses 52 and 53 shall be elected for a term of two (2) years. Subject to provisions in these Rules relating to earlier retirement or removal of National Council Members, elected National Council Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the second Annual General Meeting following.
- (2) Four (4) elected National Council Member shall retire in each odd year and five (5) elected National Council Members shall retire in each even year until, after two (2) years the nine (9) original elected National Council Members have retired, after which those elected National Council Members (or their replacements) who first retired, shall retire and so on.
- (3) The sequence of retirements under clause 55 (2) ensure rotational terms shall be determined by the National Council. If the National Council Members cannot agree it will be determined by lot.
- (4) Following the adoption of this Constitution, no person who has served as elected National Council Member for a period of two (2) consecutive full terms shall be eligible for election as an elected National Council Member until the next Annual General Meeting following the date of conclusion of his last term as an elected National Council Member.

56 Vacation of office

- (1) A National Council member may resign from the National Council by written notice addressed to the National Council.
- (2) A person ceases to be a National Council member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive National Council meetings (other than special or urgent National Council meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a National Council member by operation of section 78 of the Act.

Note

A National Council member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) The National Council may appoint an eligible member of the Association to fill a position on the National Council that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the National Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any National Council member appointed by the National Council under subrule (1) or (2).
- (4) The National Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of National Council

58 Meetings of National Council

- (1) The National Council must meet at least 4 times in each year at the dates, times and places determined by the National Council.
- (2) The date, time and place of the first National Council meeting must be determined by the members of the National Council as soon as practicable after the annual general meeting of the Association at which the members of the National Council were elected.
- (3) Special National Council meetings may be convened by the President or by any 4 members of the National Council.

59 Notice of meetings

- (1) Notice of each National Council meeting must be given to each National Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one National Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special National Council meeting is convened, the notice must include the general nature of the business to be conducted.
 - a) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each National Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the National Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a National Council must be determined from time to time by the National Council.

- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A National Council member who is not physically present at a National Council meeting may participate in the meeting by the use of technology that allows that National Council member and the National Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a National Council member participating in a National Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a National Council meeting unless a quorum is present.
- (2) The quorum for a National Council meeting is the presence (in person or as allowed under rule 62) of a majority of the National Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a National Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a National Council meeting, each National Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of National Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the National Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(5) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A National Council member who has a material personal interest in a matter being considered at a National Council meeting must disclose the nature and extent of that interest to the National Council.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient National Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The National Council must ensure that minutes are taken and kept of each National Council meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65;
 - (e) the names of the National Councillors who voted both for and against a resolution unless the resolution is carried unanimously.

67 Leave of absence

- (1) The National Council may grant a National Council member leave of absence from National Council meetings for a period not exceeding 3 months.
- (2) The National Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the National Council member to seek the leave in advance.

PART 6— FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the National Council.

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the National Council may approve expenditure on behalf of the Association.
- (3) The National Council may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the National Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 National Council members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the National Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and

- (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the National Council.

71 Financial statements

- (1) For each financial year, the National Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the National Council;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the National Council and the sealing must be witnessed by the signatures of two National Council members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the National Council; or
- (b) if the National Council has not determined an address to be the registered address—
the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a member or a National Council member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.

- (3) Any notice required to be given to the Association or the National Council may be given—
- (a) by handing the notice to a member of the National Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the National Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of National Council meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The National Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The National Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association;
- (e) the securities of the association;
- (f) the minutes of general meetings;
- (g) the minutes of National Council meetings.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.
